Ontario

A Guide to

Registering your business name in Ontario

Ministry of Consumer and Business Services

VISION

To be a responsive, innovative world leader in customer service and consumer protection by delivering quality products for a fair, safe, dynamic and informed Ontario marketplace.

Ontario's Business Names Act came into effect in 1991. All businesses, including those offering services that were previously exempt, must now register their business name with the Companies and Personal Property Security Branch of the Ministry of Consumer and Business Services. These include businesses such as consultants, barbers and hairdressers, as well as plumbers and other home and building contractors.

Choosing the right name for your new business is an important decision. You want a name that will draw potential customers, help clients identify your company and build your business image. A name that is easy to remember and provides information about the products or services you offer is always a good choice.

If the name of your business is or will be different than your own name, it must be registered with the Companies and Personal Property Security Branch before you start using it.

This brochure explains what every business person should know about the *Business Names Act*.

Who must register?

The *Business Names Act* applies to **all** types of businesses that operate under a name other than the owner's.

The law requiring you to register your business name with the Companies and Personal Property Security Branch applies to:

- sole proprietorships (one owner) carrying on business under a name other than the owner's name;
- partnerships carrying on business under a name other than the names of the partners (this doesn't apply to limited partnerships carrying on business under the *Limited Partnerships Act*);
- Limited Liability Partnerships (currently, only chartered accountants, certified general accountants and law firms can form a Limited Liability Partnership);
- Extra-Provincial Limited Liability Partnerships (currently, only chartered accountants, certified general accountants and law firms can form an Extra-Provincial Limited Liability Partnership)
- Extra-Provincial Limited Liability Companies (currently, only chartered accountants and law firms can form Extra-Provincial Limited Liability Companies)
- corporations carrying on business under a name other than their corporate name; and
- effective July 15, 1996, an existing General Partnership or Limited Partnership may register an additional business name.

In the case of sole proprietorships and partnerships, any business name other than the owner's name must be registered. For example, if John Smith conducts business as "John Smith", he won't need to register the name. But if he operates as "John Smith's Shoes", he will have to register the name.

As another example, if John Smith and Jane Brown operate a partnership as "Smith and Brown", registration is necessary.

Corporations must register all names they use to carry on business if these are not the same as the corporate names. For example, if "Jane Brown Shoes Limited" also operates as "Brown's Shoes", the business name must be registered.

What does registration do?

Registration places your business name on the public record maintained by the Companies and Personal Property Security Branch of the Ministry of Consumer and Business Services. This allows consumers and business people to find the owners or the principals behind a business name. This sort of information is important to people trying to settle disputes. Anyone may search business name information contained on the public record during regular hours for a fee. Registering a business name does not give you exclusive use of the name.

Choosing a business name

Choose a distinctive name to stand out from your competitors. Make sure the name is not misleading or confusing in its description of the goods or services you will provide.

What it can't be

When choosing your business name, remember that certain words or expressions cannot be used.

- Words or expressions, in any language, that are obscene or objectionable in nature.
- Words that imply the business is a different type of organization. For example, you may not imply that a sole proprietorship is a partnership. You may not use numbers or words that imply the business name is a corporate number name.
- The words "college", "institute" or "university" cannot be used without the written consent of the Ministry of Education, if using the word implies the business is a post-secondary institution.
- You may not use the words "limited", "corporation" or "incorporated" or their respective abbreviations Ltd., Corp., and Inc.
- Words with restricted use under federal or Ontario laws.
- Words that imply the business is associated with the Crown or the Government of Canada, any province of Canada or any municipal government may not be used without the written consent of the appropriate authority.
- Names of individuals may not be used unless they have or had a material interest in the

business activity and have given their written permission. If an individual is not living, and the name is used within 30 years of the date of death, the written consent of the estate must be obtained.

It's your responsibility to make sure your business name does not contain any of the above words or expressions unless proper consent has been obtained.

Business names must be registered in the Roman alphabet (English, French, Spanish, Italian, Latin, etc.) and may contain numerals.

The following marks may also be included in the name, but may not be used as the first character:

A # $ % & > ( ) * + , .
/ : ; > = < ? [ ] \ >= !

Business names composed of characters from other alphabets must be translated and registered in a language using the Roman alphabet.

A business name in a language other than one using the Roman alphabet may be used in advertising and signs, but the business name must also be displayed in a language using the Roman alphabet.

For example, a business that registers its name in English may have letterhead or signs in Chinese characters as long as the English name is also displayed at the place of business.

Name search

Before making a final decision on your business name and ordering forms or stationery, you may want to know if someone else is already using the name. A search of the Companies and Personal Property Security Branch records will determine whether another business is using the name you have selected and where that business is located.

When conducting a business name search, the Companies and Personal Property Security Branch will look only for the specific name requested. It's a good idea to request more than one search if you are interested in variations of a particular name. For example, "Smith's Shoe Shop" and "Smith's Shoe Shoppe" would require two separate searches.

Business name searches can be conducted in person at the Companies and Personal Property Security Branch public office during regular business hours, through the mail, at one of the Ontario Business Connects workstations or via the Internet through the Primary Service Providers (PSPs) under contract with the Ministry. There is a fee for each name searched and the PSPs charge an additional fee for the service they provide.

Names of corporations can also be searched at Companies and Personal Property Security Branch at no charge. You may search the name yourself using the computer terminals located at the back of the Public Office or via the Internet through the PSPs for a fee. You may also wish to check the

New Upgraded Automated Name Search (NUANS) database, a Canada-wide corporate, business name and trademark registry. An Ontario-biased NUANS search report is required to incorporate a business in Ontario. Private search houses, listed in the yellow pages of your local phone book under "Searchers of Records", will assist you. (A NUANS search report will display corporations, business names and trademarks which are similar to the name you have searched.)

The *Business Names Act* does not prohibit registration of identical names, but if you decide to use the same name or if you use a name that is confusingly similar to that of an existing business, it could result in a lawsuit.

The person registering the name assumes full responsibility for any risk of confusion with an existing corporation, business name or trademark.

You can get protection for your business name through a trademark. You should talk to your lawyer or contact Industry Canada (IC) for more information on trademarks. IC's address is listed at the end of this brochure.

Liability

The registrant of a business name who feels he/she has suffered damages because someone else used the same name or one that is deceptively similar can take legal action. The *Business Names Act* provides

for payment of minimum compensation of $500 if damages are proven.

Companies and Personal Property Security Branch staff cannot provide specific advice on name selection. If you are not sure about the use of a name, you should consult a lawyer.

No special powers

Registering a name does not give a business special powers. If you need licences, other registration or certification to run your business, registering your name does not exempt you from obtaining the necessary documents. It's up to you to learn what laws apply to your business. A lawyer or business consultant can help you do this.

Registration

Business names can be registered by visiting the public office of the Companies and Personal Property Security Branch in Toronto, by mail, through the Ontario Business Connects (OBC) website at www.cbs.gov.on.ca/obc or self-help workstations located throughout Ontario. Business names may also be registered via Business Registration Online (BRO) available at Canada Custom and Revenue Agency offices across the country or at www.businessregistration.gc.ca.

When registering via Ontario Business Connects, you can also complete forms electronically for Retail Sales Tax Vendor Permit, Employer Health Tax, and Workplace Safety and Insurance Board. When registering via BRO you may apply for the above as well as for a federal business number (BN). Please note that you must enter the business information yourself when using BRO, the OBC website and the self-help workstations.

The following information is required for business name registration:

- name and address of the business
- description of the business activity to be carried out.

If you are registering a sole proprietorship, you must include your name and home address or an address where legal papers can be served. A post office box alone is not acceptable.

If you are registering a partnership with 10 or fewer partners, you must include the names and home addresses or addresses where legal papers can be served for all partners. Corporate partners must also include their Ontario corporation number.

Partnerships with more than 10 partners may choose one or more partners to register the business name, eliminating the need to file information on all partners. In this case, the designated partner must keep the required information (the partners' names, home addresses or addresses where legal papers can be served) on record at the place of business. The same partner must also permit any person to inspect

the record and make a copy free of charge during normal business hours.

Any corporation registering a business name must provide the Ontario corporation number and jurisdiction of incorporation.

Upon registration, you will be given a Master Business Licence confirming the registration showing the registration and expiry dates as well as the business identification number. The registration period is five years, after which the registration must be renewed and a renewal fee paid. **The Branch does not issue reminders**. It is your responsibility to ensure that your business name registration is renewed on time.

To ensure the public record is accurate, you must advise the Companies and Personal Property Security Branch when the information in your registration becomes out of date. Changes in address, business activity or partners must be filed within 15 days after the change. There is no filing fee.

Changing the name of your business registration is considered a new registration and the applicable fee applies. Changing the kind of registration, e.g. a partnership registration to a sole proprietorship, is also considered a new registration.

Also, if the business ceases to operate, you should cancel your business name registration. There is no filing fee for the cancellation of a business name.

Registration forms are available at the Companies and Personal Property Security Branch, by mail, and on the Ontario Business Connects (OBC) website. OBC's website address is www.cbs.gov.on.ca/obc. They may also be ordered through the Companies Helpline.

Master Business Licence

When registering your business name through any of the OBC workstations, Business Registration Online or at the Companies and Personal Property Security Branch, you will receive a Master Business Licence (MBL) following registration, or by mail within 2 weeks when registering through the Ontario Business Connects website. The Master Business Licence can be used as proof of business name registration at financial institutions and to facilitate any other business-related registration with the Ontario government. This one licence will eventually replace many of the government forms, licences and permits held by businesses.

For more information on the Master Business Licence, the location of the nearest Ontario Business Connects computer workstation, or to order your free business start-up customized registration application form, call the OBC Helpline toll free at 1-800-565-1921 or (416) 314-9151, TTY (416) 326-8566.

Visit the OBC website to register your business electronically at: http://www.cbs.gov.on.ca/obc.

Penalties

The *Business Names Act* provides for fines of up to $2,000 for individuals or $25,000 for corporations for failure to register or for registration of false or misleading information.

Where do businesses register?

Business names may be searched and registered in person from 8:30 a.m. to 5:00 p.m. on normal business days, at:

Companies and Personal Property Security Branch
Ministry of Consumer and Business Services
Second floor, 375 University Ave.
Toronto, Ontario M5G 2M2

To reach the Companies and Personal Property Security Branch public office, take the **escalator** from the lobby of 375 University Ave. to the second floor.

The Companies and Personal Property Security Branch Helpline, an automated voice-response system, is available 24 hours a day to answer the most commonly asked questions. It is also staffed from 8:30 a.m. to 5:00 p.m. on normal business days.

You can reach the Helpline through either of these numbers: **(416) 314-8880 or toll-free in Ontario 1-800-361-3223.**

Ontario Business Connects

A service called Ontario Business Connects has simplified and streamlined the business registration process. New entrepreneurs and existing corporations can electronically complete the most important forms to register their businesses at one location, including applications for Business Name Registration, Retail Sales Tax Vendor Permit, Employer Health Tax, and Workplace Safety and Insurance Board (formerly known as Workers' Compensation Board) and assistance in obtaining a Federal Business Number.

For more information on the location of the nearest Ontario Business Connects computer workstation, or to order your free business start-up customized registration application form, call the OBC Helpline at 1-800-565-1921 or (416) 314-9151, TTY (416) 326-8566.

For further information:

For information about patents, copyrights, trademarks and logos contact:
Canada-Ontario Business Service Centre
at: (416) 954-4636 or 1-800-567-2345.

Starting a business

The Canada-Ontario Business Service Centre has a fax-back information sheet covering many basic aspects of new business planning. For your copy, call: (416) 954-INFO (4636) or 1-800-567-2345.

The Ministry of Economic Development and Trade operates business self-help offices across the province that offer information or advice to anyone wanting to start their own business.

Each office provides access to resource materials and advice on preparing a business plan, managing a new business and government assistance available to entrepreneurs.

You can find the business self-help offices on the web at www.2.ontario-canada.com/English/business/bus_support/enterpriseCentres.htm.

Be an informed consumer

The Ontario Ministry of Consumer and Business Services has published a number of other materials covering a wide range of consumer topics.

For further consumer information call the Consumer Services Bureau:
(416) 326-8800
1-800-889-9768

TTY/Teletypewriter users only:
(416) 325-3408 or 1-800-268-7095

To order copies by mail write to:

Communications Services Branch
Ministry of Consumer and Business Services
250 Yonge Street
Toronto ON M5B 2N5

Ministry website: www.cbs.gov.on.ca

We 'd like to hear from you.

Cette publication est également disponible en français sous le titre *L'enregistrement du nom de votre entreprise en Ontario.*

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